

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	Case No. 01-01139 JKF
W.R. Grace & Co., <i>et al.</i>	:	(Jointly Administered)
	:	
Debtors.	:	

DECLARATION OF JEFFREY M. BOERGER

I, Jeffrey M. Boerger, do hereby declare as follows:

1. I am an attorney associated with the law firm of Drinker Biddle & Reath LLP, with offices at One Logan Square, 18th & Cherry Streets, Philadelphia, Pennsylvania 19103.

2. I am a member in good standing of the bars of the State of Illinois, the Commonwealth of Pennsylvania, and the State of New Jersey. I have been admitted to practice *pro hac vice* before this Court in the instant matter.

3. I represent Government Employees Insurance Company ("GEICO") and Republic Insurance Company n/k/a Starr Indemnity & Liability Company ("Republic") in this matter.

4. I make this declaration in support of the Final Objections of Government Employees Insurance Company and Republic Insurance Company n/k/a Starr Indemnity & Liability Company to Confirmation of Amended Joint Plan of Reorganization ("Plan Objections"), as well as to put certain information and documents before the Court that are pertinent to the Plan Objections.

5. Attached as Exhibit 1 is a true and correct copy of the Declaration of Michael J. Powers Pursuant to 28 U.S.C. § 1746.

6. Attached as Exhibit 2 is a true and correct copy of excerpts from the Deposition of David T. Austern, taken and transcribed on May 15, 2009.

7. Attached as Exhibit 3 is a true and correct copy of excerpts from the Deposition of Richard Finke, taken and transcribed on May 13, 2009.

8. Attached as Exhibit 4 is a true and correct copy of excerpts from the Deposition of Peter Van N. Lockwood, taken and transcribed on May 1 and 4, 2009.

9. Attached as Exhibit 5 is a true and correct copy of the Debtors' Response to Government Employees Insurance Company and Columbia Insurance Company's Requests for Admission, Interrogatories and Requests for Production of Documents, served on GEICO and Republic on or about March 6, 2009.

10. Attached as Exhibit 6 is a true and correct copy of the Declaration of Professor George L. Priest, dated March 31, 2009 (also available at Dkt. No. 21167).

11. Attached as Exhibit 7 is a true and correct copy of the Objections and Responses of Asbestos Personal Injury Claimants to Discovery Requests Propounded by Government Employees Insurance Company and Columbia Insurance Company, served on GEICO and Republic on or about March 6, 2009.

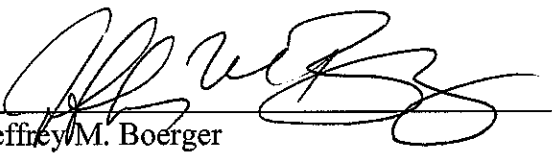
12. Attached as Exhibit 8 is a true and correct copy of the Expert Report of James B. Shein, dated March 16, 2009 (also available at Dkt. No. 21020).

13. Attached as Exhibit 9 is a true and correct copy of excerpts from the Deposition of Richard Charles Finke, taken and transcribed on March 30, 2009, including certain exhibits thereto.

14. Attached as Exhibit 10 is a true and correct copy of the Expert Report of H. Sean Mathis, dated March 16, 2009 (also available at Dkt. No. 21019), and a subsequent Notice of

Correction to the Expert Report of H. Sean Mathis, dated March 26, 2009 (also available at Dkt. No. 21127).

I, Jeffrey M. Boerger, do hereby declare under penalty of perjury that the foregoing is true and correct. Executed on May 20, 2009 at Philadelphia, Pennsylvania.


Jeffrey M. Boerger